

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 17, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain Duplicate and Amended Claims Identified in Second Omnibus Claims Objection ("January Adjourned Responses Second Omnibus Claims Objection Order") (Docket No. 6634) [a copy of which is attached hereto as Exhibit D]
- 2) Stipulation and Agreed Order Resolving Debtors' Second Omnibus Objection to Claims as to Robert Bosch GmbH (Docket No. 6637) [a copy of which is attached hereto as Exhibit E]
- 3) Debtors' Supplemental Reply With Respect to Proof of Claim Number 2479 ("Supplemental Reply - Worldwide Battery Company, LLC") (Docket No. 6638) [a copy of which is attached hereto as Exhibit F]
- 4) Notice of Adjournment of Claims Objection Hearing With Respect to Debtors' Objection to Proof of Claim No. 2707 (Laborsource 2000, Inc.) (Docket No. 6639) [a copy of which is attached hereto as Exhibit G]

On January 17, 2007, I caused to be served the documents listed below upon the parties listed on Exhibit H hereto via overnight delivery:

- 5) Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain Duplicate and Amended Claims Identified in Second Omnibus Claims Objection ("January Adjourned

Responses Second Omnibus Claims Objection Order") (Docket No. 6634) [a copy of which is attached hereto as Exhibit D]

- 6) Stipulation and Agreed Order Resolving Debtors' Second Omnibus Objection to Claims as to Robert Bosch GmbH (Docket No. 6637) [a copy of which is attached hereto as Exhibit E]

On January 17, 2007, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via overnight delivery:

- 7) Debtors' Supplemental Reply With Respect to Proof of Claim Number 2479 ("Supplemental Reply - Worldwide Battery Company, LLC") (Docket No. 6638) [a copy of which is attached hereto as Exhibit F]

On January 17, 2007, I caused to be served the document listed below upon the parties listed on Exhibit J hereto via overnight delivery:

- 8) Notice of Adjournment of Claims Objection Hearing With Respect to Debtors' Objection to Proof of Claim No. 2707 (Laborsource 2000, Inc.) (Docket No. 6639) [a copy of which is attached hereto as Exhibit G]

Dated: January 19, 2007

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 19<sup>th</sup> day of January, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

# **EXHIBIT A**

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Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtor's Postpetition Administrative Agent
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Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
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Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805 212-668-2255 does not take service via fax		Creditor Committee Member
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee
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## **EXHIBIT B**

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## **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
-----X

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007  
DISALLOWING AND EXPUNGING CERTAIN DUPLICATE AND AMENDED  
CLAIMS IDENTIFIED IN SECOND OMNIBUS CLAIMS OBJECTION

("JANUARY ADJOURNED RESPONSES SECOND OMNIBUS  
CLAIMS OBJECTION ORDER")

Upon the Debtors' Second Omnibus Objection (Procedural) Pursuant To 11 U.S.C.  
§ 502(b) And Fed. R. Bankr. P. 3007 To Certain (i) Equity Claims, (ii) Claims Duplicative Of  
Consolidated Trustee Or Agent Claims, And (iii) Duplicate And Amended Claims, dated  
October 31, 2006 (the "Second Omnibus Claims Objection"), of Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases  
(collectively, the "Debtors"); and upon the record of the hearing held on November 30, 2006 on  
the Second Omnibus Claims Objection; and upon the record of the hearing held on January 12,  
2006 regarding the Response Of Electronic Data Systems, EDS Information Services L.L.C. And  
EDS De Mexico S.A. De C.V. To The Debtors' Second Omnibus Objection (Procedural) To  
Certain (i) Equity Claims, (ii) Claims Duplicative Of Consolidated Trustee Or Agent Claims And  
(iii) Duplicate And Amended Claims (Docket No. 5451); And Third Omnibus Objection  
(Substantive) To Certain (A) Claims With Insufficient Documentation, (B) Claims



Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification (Docket No. 5452), filed on November 22, 2006 (Docket No. 5722) (the "EDS Response") and Response Of Cadence Innovation LLC To Debtors' Second Omnibus Objection To Claims, filed on November 22, 2006 (Docket No. 5767) (collectively with the EDS Response, the "January Adjourned Responses"); and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. Each of the claimants that filed a January Adjourned Response was properly and timely served with a copy of the Second Omnibus Claims Objection, a personalized Notice Of Objection To Claim, the proposed order, and a notice of the deadline for responding to the Second Omnibus Claims Objection. No other or further notice of the Second Omnibus Claims Objection is necessary.

B. The Court has jurisdiction over the Second Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Second Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Second Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Claims listed on Exhibit A hereto under the column heading "Claim To Be Expunged" are either duplicates of Claims filed with the Court or have been amended or superseded by later-filed Claims.

D. The relief requested in the Second Omnibus Claims Objection is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

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<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Second Omnibus Claims Objection.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED  
THAT:

1. Each "Claim To Be Expunged" listed on Exhibit A hereto is hereby disallowed and expunged in its entirety. Those Claims identified on Exhibit A as "Surviving Claims" shall remain on the Debtors' claims register, but shall remain subject to future objection by the Debtors and other parties in interest.

2. Entry of this order is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to claims that are the subject of the Second Omnibus Claims Objection, on any grounds whatsoever; provided, however, that solely to the extent that (a) Cadence Innovation LLC ("Cadence") filed multiple claims against different Debtors (the "Multiple Debtor Claims") and (b) certain of such claimant's Multiple Debtor Claims are being disallowed and expunged hereby, the Debtors shall not seek to have the claimant's remaining Multiple Debtor Claims (the "Surviving Claims") disallowed and expunged solely on the basis that such Surviving Claims are asserted against the incorrect Debtor, provided that one of the Multiple Debtor Claims was originally filed against the correct Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, the Surviving Claims shall remain subject to further objection on any grounds whatsoever, including, without limitation, that any such Surviving Claim is asserted against the incorrect Debtor if the claimant did not file a Multiple Debtor Claim against the correct Debtor. Nothing contained herein shall restrict the Debtors from objecting to any Surviving Claim or any holder of a Surviving Claim from seeking relief from this Court for the purposes of requesting that this Court modify the Debtor or Debtors against which such Surviving Claim is asserted.

3. To the extent that it is ultimately determined that more than one Debtor has liability with respect to any asserted obligation contained in the Surviving Claims of Cadence, entry of this order is without prejudice to Cadence's right to reassert the relevant Multiple Debtor Claim or Claims against such other Debtor or Debtors.

4. Notwithstanding any provision of this order, nothing contained herein shall impair, affect or otherwise limit the ability of Cadence to assert at any time against any of the Debtors any claim asserted in the Surviving Claims of Cadence, including, but not limited to, in connection with voting on any plan of reorganization proposed by any party in interest and in connection with any distributions under any such plan.

5. The Second Omnibus Claims Objection is withdrawn without prejudice solely as it relates to the following claims: (a) proof of claim number 12679 filed by Electronic Data Systems Corporation, (b) proof of claim number 12680 filed by EDS de Mexico S.A. de C.V., and (c) proof of claim number 12683 filed by EDS Information Services L.L.C. (collectively, the "EDS Claims"). Each of the EDS Claims shall be deemed to have been objected to by the Debtors pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c), dated October 31, 2006 (the "Third Omnibus Claims Objection") on the same basis as the proof of claims filed by each such party that were objected to by the Debtors in the Third Omnibus Claims Objection. The responses of Electronic Data Systems Corporation, EDS de Mexico S.A. de C.V., and EDS Information Services L.L.C. to the Third Omnibus Claims Objection contained in the EDS Response shall also be deemed to apply

to the EDS Claims. The agreements, rights and obligations of the Debtors and Electronic Data Systems Corporation, EDS Information Services L.L.C., and EDS de Mexico S.A. de C.V. under the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) are as set forth on the record of the hearing held on November 30, 2006 and shall apply to the EDS Claims and nothing contained herein shall modify those agreements, rights and obligations.

6. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

7. This Court shall retain jurisdiction over the Debtors and the holders of Claims subject to the Second Omnibus Claims Objection and addressed by the January Adjourned Responses to hear and determine all matters arising from the implementation of this order.

8. Each Claim and the objections by the Debtors to each Claim addressed in the Second Omnibus Claims Objection and January Adjourned Responses and set forth on Exhibit A hereto constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Claim. Any stay of this order shall apply only to the contested matter which involves such Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

9. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Second Omnibus Claims  
Objection.

Dated: New York, New York  
January 17, 2007

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged			Surviving Claim		
Claim Number: 10074	Debtor: DELPHI RECEIVABLES LLC (05-47459)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10097	Debtor: DELPHI AUTOMOTIVE SYSTEMS RISK MANAGEMENT CORP (05-44570)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10094	Debtor: DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC (05-44596)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10096	Debtor: DELPHI CONNECTION SYSTEMS (05-44624)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10107	Debtor: DELPHI CHINA LLC (05-44577)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged				Surviving Claim			
Claim Number:	10104	Debtor:	DELPHI MEDICAL SYSTEMS TEXAS CORPORATION (05-44511)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10093	Debtor:	DELCO ELECTRONICS OVERSEAS CORPORATION (05-44610)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10088	Debtor:	DELPHI ELECTRONICS (HOLDING) LLC (05-44547)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10085	Debtor:	DELPHI LLC (05-44615)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10109	Debtor:	DELPHI AUTOMOTIVE SYSTEMS SERVICES LLC (05-44632)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged				Surviving Claim			
Claim Number:	10089	Debtor:	DELPHI LIQUIDATION HOLDING COMPANY (05-44542)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10103	Debtor:	DELPHI MEDICAL SYSTEMS CORPORATION (05-44529)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10106	Debtor:	DELPHI SERVICES HOLDING CORPORATION (05-44633)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10077	Debtor:	MOBILEARIA, INC. (05-47474)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10080	Debtor:	SPECIALTY ELECTRONICS INTERNATIONAL LTD (05-44536)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00



## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged			Surviving Claim		
Claim Number: 10114	Debtor: DELPHI INTERNATIONAL HOLDINGS CORP (05-44591)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10081	Debtor: ENVIRONMENTAL CATALYSTS, LLC (05-44503)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10082	Debtor: SPECIALTY ELECTRONICS, INC (05-44539)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10116	Debtor: DELPHI DIESEL SYSTEMS CORP (05-44612)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10095	Debtor: DELPHI MECHATRONIC SYSTEMS, INC (05-44567)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged			Surviving Claim		
Claim Number: 10091	Debtor: DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10083	Debtor: PACKARD HUGHES INTERCONNECT COMPANY (05-44626)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10084	Debtor: DELPHI TECHNOLOGIES, INC (05-44554)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10092	Debtor: ASPIRE, INC (05-44618)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10087	Debtor: DELPHI FOREIGN SALES CORPORATION (05-44638)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged			Surviving Claim		
Claim Number: 10101	Debtor: EXHAUST SYSTEMS CORPORATION (05-44573)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10086	Debtor: DELPHI INTEGRATED SERVICE SOLUTIONS, INC (05-44623)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10078	Debtor: DELPHI FURUKAWA WIRING SYSTEMS LLC (05-47452)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10099	Debtor: ASEC MANUFACTURING GENERAL PARTNERSHIP (05-44482)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10102	Debtor: DELPHI MEDICAL SYSTEMS COLORADO CORPORATION (05-44507)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged			Surviving Claim		
Claim Number: 10098	Debtor: ASEC SALES GENERAL PARTNERSHIP (05-44484)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10117	Debtor: DELPHI AUTOMOTIVE SYSTEMS TENNESSEE, INC (05-44558)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10105	Debtor: DELPHI NY HOLDING CORPORATION (05-44480)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10110	Debtor: DELPHI AUTOMOTIVE SYSTEMS OVERSEAS CORPORATION (05-44593)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	
Claim Number: 10090	Debtor: DELPHI AUTOMOTIVE SYSTEMS GLOBAL (HOLDING), INC (05-44636)		Claim Number: 10100	Debtor: DELPHI CORPORATION (05-44481)	
Date Filed: 07/20/2006			Date Filed: 07/20/2006		
Creditor's Name and Address:	Secured:		Creditor's Name and Address:	Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority \$0.00		CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY	Priority: \$0.00	
ALSTON & BIRD LLP	Administrative:		ALSTON & BIRD LLP	Administrative:	
1201 W PEACHTREE ST	Unsecured: \$21,000,000.00		1201 W PEACHTREE ST	Unsecured: \$21,000,000.00	
ATLANTA, GA 30309-3424	Total: \$21,000,000.00		ATLANTA, GA 30309-3424	Total: \$21,000,000.00	

## EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged				Surviving Claim			
Claim Number:	10113	Debtor:	DELPHI AUTOMOTIVE SYSTEMS INTERNATIONAL, INC (05-44589)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10108	Debtor:	DELPHI AUTOMOTIVE SYSTEMS THAILAND, INC (05-44586)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10115	Debtor:	DELPHI INTERNATIONAL SERVICES INC (05-44583)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10079	Debtor:	DREAL INC (05-44627)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00
Claim Number:	10112	Debtor:	DELPHI AUTOMOTIVE SYSTEMS KOREA, INC (05-44580)	Claim Number:	10100	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/20/2006			Date Filed:	07/20/2006		
Creditor's Name and Address:		Secured:		Creditor's Name and Address:		Secured:	
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority	\$0.00	CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY		Priority:	\$0.00
ALSTON & BIRD LLP		Administrative:		ALSTON & BIRD LLP		Administrative:	
1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00	1201 W PEACHTREE ST		Unsecured:	\$21,000,000.00
ATLANTA, GA 30309-3424		Total:	\$21,000,000.00	ATLANTA, GA 30309-3424		Total:	\$21,000,000.00

EXHIBIT A - DUPLICATE AND AMENDED CLAIMS

Claim to be Expunged	Surviving Claim
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Total Claims to be Expunged:	40
Total Asserted Amount to be Expunged:	\$840,000,000.00

# **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- -X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
Debtors. :  
----- -X

**STIPULATION AND AGREED ORDER RESOLVING DEBTORS' SECOND OMNIBUS  
OBJECTION TO CLAIMS AS TO ROBERT BOSCH GMBH**

WHEREAS, on or about July 31, 2005, Robert Bosch GmbH ("Bosch"), filed a proof of claim for patent infringement against Delphi Automotive Systems LLC ("DAS LLC" and collectively with the other debtors and debtors-in-possession in the above-referenced jointly-administered chapter 11 cases, the "Debtors") (Claim No. 13623) and thereafter filed a further proof of claim purporting to amend the earlier claim to include additional supporting information and documentation (which purported amendment was Claim No. 16220);

WHEREAS, on or about July 31, 2005, Bosch also filed identical duplicative proofs of claim for patent infringement against the following debtor entities because Bosch could not precisely identify the debtor entity(ies) that was/were involved in the alleged infringement described in the proofs of claim:

- Delphi Corporation (#13622, purportedly amended by #16219);
- Delphi NY Holding Corporation (#13624, purportedly amended by #16221);
- ASEC Manufacturing General Partnership (#13625, purportedly amended by #16222);
- ASEC Sales General Partnership (#13626, purportedly amended by #16223);
- Specialty Electronics International Ltd. (#13627, purportedly amended by #16224);
- Specialty Electronics, Inc. (#13628, purportedly amended by #16225);



- Delphi Liquidation Holding Company (#13629, purportedly amended by #16226);
- Delphi Electronics (Holding) LLC (#13630, purportedly amended by #16227);
- Delphi Technologies, Inc. (#13631, purportedly amended by #16228);
- Delphi Automotive Systems Tennessee, Inc. (#13632, purportedly amended by #16229);
- Delphi Mechatronic Systems, Inc. (#13633, purportedly amended by #16230);
- Delphi China LLC (#13634, purportedly amended by #16231);
- Delphi Automotive Systems Korea, Inc. (#13635, purportedly amended by #16232);
- Delphi Automotive Systems Thailand, Inc. (#13636, purportedly amended by #16233);
- Delphi Automotive Systems International, Inc. (#13637, purportedly amended by #16234);
- Delphi International Holdings Corp. (#13638, purportedly amended by #16235);
- Delphi Automotive Systems Overseas Corporation (#13639, purportedly amended by #16236);
- Delphi Automotive Systems (Holding) Inc (#13640, purportedly amended by #16237);
- Delco Electronics Overseas Corporation (#13641, purportedly amended by #16238);
- Delphi LLC (#13642, purportedly amended by #16239);
- Aspire, Inc. (#13643, purportedly amended by #16240);
- Delphi Connection Systems (#13644, purportedly amended by #16241);
- Packard Hughes Interconnect Company (#13645, purportedly amended by #16242);
- Delphi Automotive Systems Services LLC (#13646, purportedly amended by #16243);
- Delphi Services Holding Corporation (#13647, purportedly amended by #16244);
- Delphi Automotive Systems Global (Holdings), Inc. (#13648, purportedly amended by #16245);
- Delphi Furukawa Wiring Systems LLC (#13649, purportedly amended by #16246);

(these claims are hereinafter referred to as the “Duplicative Claims” and the entities for which the Duplicative Claims are asserted against are hereinafter referred to as the “Other Debtor Entities”);

WHEREAS, on October 31, 2006, the Debtors filed their Second Omnibus Objection to Claims (the “Objection”) where the Debtors sought to disallow and expunge the Duplicative Claims;

WHEREAS, through the Objection, the Debtors assert that the claim against DAS LLC, Claim No. 16220 (the “Surviving Claim”) should be the surviving claim;

WHEREAS, on or about November 27, 2006, Bosch filed a response to the Objection where it acknowledged that its claims are duplicative, but asked the Court to deny the Objection unless and until the Debtors concede or stipulate in writing that all infringing by a Debtor entity was done by DAS LLC and that the Debtors will not object to the Surviving Claim on the basis that DAS LLC is not the correct Debtor entity;

WHEREAS, on or about November 29, 2006, the Debtors filed an omnibus reply in support of the Objection where the Debtors set forth a proposed order resolving the Objection;

WHEREAS, in lieu of resolving the Objection through the entry of the Debtors’ proposed order, Bosch and the Debtors have agreed to resolve the Objection through the entry of this Stipulation and Agreed Order.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Bosch’s proofs of claim against DAS LLC and the Other Debtor Entities are consolidated into the Surviving Claim.
2. The Surviving Claim shall remain on the Debtors’ claims register, but shall remain subject to future objection by the Debtors and other parties-in-interest.

3. For administrative convenience only, and without prejudice to its rights against the Other Debtor Entities, Bosch agrees that the proofs of claim filed against the Other Debtor Entities should be and are hereby expunged.

4. In the event Bosch wishes to amend its claim to assert additional or different obligations against DAS LLC or any of the Other Debtor Entities, Bosch need only amend the Surviving Claim (by filing such amendment with the Bankruptcy Court and serving such amendment on counsel for the Debtors and on the Claims Agent in these chapter 11 cases) and Bosch need not file new or amended proofs of claim against the Other Debtor Entities. Any amendment of the Surviving Claim shall be considered as having been asserted against all Other Debtor Entities as of the date of the amendment. The Debtors' rights to object to any such purported amendment on any basis, including, but not limited to, that such purported amendment constitutes an untimely assertion of a new claim, are expressly preserved.

5. Any objection by the Debtors to Bosch's claim for patent infringement must be raised as to the Surviving Claim.

6. In the event an objection is raised as to timeliness, the parties will proceed on the assumption that the Duplicative Claims were not expunged so that there is no prejudice to Bosch due to the expungement of the Duplicative Claims.

7. The Debtors reserve the right to object to the Surviving Claim, on any grounds whatsoever; provided, however, the Debtors shall be deemed to have waived any argument that the Surviving Claim, including any valid existing or future amendments, is asserted against the incorrect entity if the correct entity or entities is or are one or more of the Other Debtor Entities.

8. The Debtors reserve the right to request that this Court modify the Debtor or Debtors against which such Surviving Claim is asserted.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. Bosch does not waive any of its rights to object to the jurisdiction or venue of this Court nor does Bosch consent to the same.

So Ordered in New York, New York, this 17<sup>th</sup> day of January, 2007

/s/Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
John Wm. Butler, Jr. (JB-4711)  
John K. Lyons (JL-4951)  
Ron E. Meisler (RM-3026)  
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(312) 407-0700  
Attorneys for the Debtors

/s/ Gordon J. Toering

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(616) 752-2000

and

DUANE MORRIS LLP

Walter J. Greenhalgh (WJG-9614)

Joseph H. Lemkin (JL-2490)

Business Address:

44 Broad Street, Suite 1200

Newark, NJ 07102-3889

(973) 424-2010

Attorneys for Robert Bosch GmbH

1353624.7

## **EXHIBIT F**

Hearing Date: February 14, 2007  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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Four Times Square  
New York, New York 10036  
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Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	-	x	
	:		
In re	:	Chapter 11	
	:		
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
-----	-	x	

**DEBTORS' SUPPLEMENTAL REPLY WITH RESPECT TO PROOF  
OF CLAIM NUMBER 2479 (WORLDWIDE BATTERY COMPANY, LLC)**

("SUPPLEMENTAL REPLY – WORLDWIDE BATTERY COMPANY, LLC")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"),

hereby submit this Supplemental Reply (the "Supplemental Reply") With Respect To Proof Of Claim Number 2479 (the "Proof of Claim") filed by WorldWide Battery Company, LLC ("WorldWide"), and respectfully represent as follows:

Background

1. WorldWide filed the Proof of Claim on or about April 3, 2006. The Proof of Claim asserts an unsecured nonpriority claim in the amount of \$2,819,166.35 (the "Claim") pursuant to a Recycled Battery Sales Agreement dated March 16, 2004 entered into by Delphi and WorldWide (the "Agreement") in which Delphi agreed to sell recyclable batteries to WorldWide. The Proof of Claim asserts that the Claim constitutes 35 months of average income of \$80,547.61 per month that WorldWide claims to have lost due to an alleged breach of the Agreement by Delphi when the Debtors sold its battery-related assets to Johnson Controls, Inc. ("JCI").

2. The Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

3. On November 27, 2006,<sup>1</sup> WorldWide filed WorldWide Battery's (i) Response In Opposition To Third Omnibus Claims Objection (Ref. Claim No. 2479), And (ii) Motion For Enlargement Of Time To Submit Additional Evidence In Support Of Proof Of Claim

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<sup>1</sup> The deadline to file a response to the Third Omnibus Claims Objection was November 24, 2006 at 4:00 p.m. (Prevailing Eastern Time). See Third Omnibus Claims Objection, ¶ 46.



(Docket No. 5864) (the "Response"). The Response asserts that the maximum allowable amount of the Claim is less than or equal to \$250,000.

4. On December 18, 2006 the Debtors filed its Statement of Disputed Issues With Respect To Proof Of Claim 2479 (WorldWide Battery) (Docket No 6201) (the "Statement of Disputed Issues").

5. On December 22, 2006, the Debtors and WorldWide, with their legal counsel, conducted a telephonic meet and confer pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order").

6. On January 3, 2007, WorldWide filed its Supplemental Response (Re: Claim No. 2479) To Debtors' Third Omnibus Claims Objection And Statement Of Disputed Issues (the "Supplemental Response") (Docket No. 6405).

#### Argument

##### A. The Debtors Have Not Breached The Agreement

7. The Debtors never breached the Agreement with WorldWide. The Agreement did not commit Delphi to sell a specific quantity of batteries to WorldWide. Although the Agreement calls for periodic estimates of the Debtors' supply and WorldWide's needs for batteries, the Agreement expressly states that "no quantity is guaranteed by Delphi hereunder." See Agreement, ¶ 1.1.<sup>2</sup>

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<sup>2</sup> The declaration of Al L. Brunner in support of this Supplemental Reply (the "Brunner Declaration") is attached hereto as Exhibit A. A true and correct copy of the Agreement is attached to the Brunner Declaration as Exhibit 1.

8. Michigan law follows the Uniform Commercial Code (the "UCC") on requirements and output contracts. Michigan Combined Law 440.2306 provides that "[a] term which measures the quantity by the output of the seller or the requirements of the buyer means such actual output or requirements as may occur in good faith . . . ." MCL 440.2306(1). The burden is on the party that would benefit from a showing of bad faith, here WorldWide, to prove a seller's bad faith in reducing its output. See Tigg Corp. v. Dow Corning Corp., 962 F.2d 1119, 1123-23 (3d Cir. 1992) (applying Michigan contract law). Cases interpreting the nearly identical provision of the UCC, section 2-306, hold that a party's output may, in good faith, be reduced to zero without constituting a breach of an output contract if that reduction in output is based in sound business judgment and not in an effort to avoid the output contract or agreement. Tigg Corp., 962 F.2d at 1126 (confirming that a party may have a good faith reason for supplying or demanding no goods, and in such a case, there is no breach); see also Wilsonville Concrete Prods. v. Todd Building Co., 574 P.2d 1112, 1115 (Or. 1978) ("[b]oth pre-Code cases and [UCC] 2-306(1) allow 'good faith' reductions and even abandonment"); Feld v. Henry S. Levy & Sons, Inc., 45 A.D.2d 720, 721 (NY App. Div. 1974) ("in an output-requirements contract good faith cessation of business terminates any further obligations thereunder and excuses further performance by the party discontinuing business"); Neofotistos v. Harvard Brewing Co., 171 N.E.2d 865, 868 (Mass. 1961) (where seller in output contract ceased operation and thus reduced output to zero, court found no breach of contract and noted that "any loss to [plaintiff] is a consequence of the kind of agreement into which it entered").

9. When the Debtors sold their battery-related assets to JCI, Delphi no longer had any batteries to sell to WorldWide. Because the decision to sell the assets to JCI was based on sound business judgment, and was in no way motivated by any desire to avoid the Agreement

and related obligations to WorldWide, the resulting elimination of the Debtors' output of batteries was in good faith. Delphi never agreed to sell a specific quantity of batteries to WorldWide, and Delphi had no duty to continue to sell batteries to WorldWide after the sale of the Debtors' battery business line. Accordingly, the cessation of battery sales did not constitute a breach of the Agreement. Because Delphi has not breached the Agreement, the Claim should be disallowed and expunged.

B. Debtors' Sale To JCI Was A De Facto Termination Of Its Agreement With WorldWide,  
So At Most, The Claim Is Limited To 90 Days Of Lost Profits

10. Even if the Debtors did breach the Agreement (which the Debtors dispute), the Claim should be limited to 90 days of WorldWide's lost profits. As WorldWide acknowledged in its Response, the Agreement allows Delphi to terminate the Agreement upon 90 days' written notice upon certain conditions, including the sale of the Debtors' battery manufacturing operations. See Agreement, ¶ 4.5. Because the Debtors sold their battery manufacturing operations to JCI, Delphi was entitled to terminate the Agreement upon 90 days' notice.

11. Upon the sale of the battery related assets to JCI, Delphi no longer had a supply of batteries to sell to WorldWide. This lack of supply made it impossible for Delphi to continue to perform under the contract. Where, as here, an Agreement can be terminated due to sale of the business or other impossibility of performance, the occurrence of such impossibility constitutes de facto termination of the Agreement, even if written notice has not been given. See Auto Electric & Service Corp. v. Rockwell Int'l Corp., 111 Mich. App. 292, 314 N.W.2d 592 (Mich. Ct. App. 1982) (finding that defendant's assignment of a contract, which made plaintiff's performance impossible, was a de facto termination of the contract, even where contract called for written notice of termination). Thus, the Debtors terminated the contract on June 30, 2005

when JCI purchased the Debtors' battery related assets, albeit without the required 90 days' notice. Therefore, any alleged breach of the Agreement would entitle WorldWide to, at most, a damage claim for 90 days of lost profits to compensate WorldWide for the lack of notice of termination as required under the Agreement. Accordingly, even if the Debtors breached the Agreement, the Claim is limited to 90 days of WorldWide's lost profits.<sup>3</sup>

C. WorldWide's Claim For Damages Must Account For Mitigation

12. Even if WorldWide's claim for 90 days worth of lost profit is allowed, which the Debtors believe is unwarranted, it should be offset by the profits WorldWide made during those 90 days based on shipments of batteries from JCI.

13. The Debtors terminated the Agreement on June 30, 2005 by selling the battery related assets to JCI. WorldWide acknowledges that it received shipments from JCI through the entire month of July and up through August 29, 2005, as well as "several shipments in the month of September." (Affidavit of David J. Petruzzi, Exhibit B to Response, at ¶¶ 27, 30). WorldWide cannot recover for damages that it did not incur as a result of mitigation. JCI's shipments to WorldWide appear to have mitigated more than two-thirds of the 90 days of lost profits. It appears that WorldWide's actual lost profits, if any, during the 90-day period of required notice of termination were limited solely to a portion of September. Pending the discovery responses regarding the JCI shipments, the Debtors believe that even if WorldWide is entitled to a claim under the Agreement, WorldWide's claim should be capped at its actual lost profits.

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<sup>3</sup> The Debtors await discovery responses from WorldWide to substantiate its calculation of its alleged monthly lost profits. Nothing contained herein is an acceptance, or acknowledgment of the accuracy, of WorldWide's calculation.

D. WorldWide's Affiliate Entered Into A Release Of All Claims Against The Debtors

14. The Debtors negotiated and entered into a settlement agreement and release dated December 8, 2005 (the "Settlement Agreement") with American Energy LLC ("American Energy"), an affiliate of WorldWide. A copy of the Agreement is attached hereto as Exhibit B. At the time this settlement was negotiated, the parties believed that American Energy was negotiating to settle all of the claims it and its related entities (including, without limitation, WorldWide) had against the Debtors. The parties agreed to a "settlement of all past, present, and future claims and obligations of both parties." (Settlement Agreement). Therefore, even were the Claim to survive the Debtors' arguments that there was no breach of contract, WorldWide's Claim must be disallowed and expunged because it was settled and released pursuant to the Settlement Agreement.

E. Response Was Untimely

15. Pursuant to the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (Docket No. 5418) and the Third Omnibus Claims Objection, responses to the Third Omnibus Claims Objection were due by November 24, 2006. The Response was filed after the deadline, and thus was not timely. WorldWide's failure to file a timely response to the Third Omnibus Claims Objection lends further support for the disallowance and expungement of the Claim.

Reservation of Rights

16. This Supplemental Reply is submitted by the Debtors pursuant to paragraph 9(f) of the Claims Objection Procedures Order. Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Supplemental Reply is

without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Claim, (b) in the alternative, reducing the amount of the Claim, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
January 17, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Hearing Date and Time: February 14, 2007 at 10:00 a.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
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Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:		
In re	:	Chapter 11	
	:		
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
-----	-	x	

CERTIFICATE OF COUNSEL

I, John K. Lyons, certify that the settlement agreement dated December 8, 2005, attached as Exhibit B to the Supplemental Reply With Respect To Proof Of Claim Number 2479 (Worldwide Battery Company, LLC), is, to the best of my knowledge, a true and accurate copy of such document.



Dated: January 17, 2007

/s/ John K. Lyons

John K. Lyons

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

DECLARATION OF AL L. BRUNNER IN SUPPORT OF DEBTORS' SUPPLEMENTAL  
REPLY WITH RESPECT TO PROOF OF CLAIM 2479  
(WORLDWIDE BATTERY COMPANY, LLC)

("BRUNNER DECLARATION – WORLDWIDE BATTERY COMPANY, LLC")

Al L. Brunner declares as follows:

1. Delphi Corporation and certain of its subsidiaries and affiliates are debtors and debtors-in-possession in these chapter 11 cases. I submit this declaration in support of the Debtors' Supplemental Reply With Respect To Proof Of Claim 2479 (WorldWide Battery Company, LLC) (the "Supplemental Reply"). Capitalized terms not otherwise defined in this declaration have the meanings ascribed to them in the Supplemental Reply.

2. I am a Senior Product Manager at Delphi Product & Service Solutions, an operating division of Delphi Automotive Systems LLC, a 100% wholly owned subsidiary of its parent, Delphi Corporation, (which, with certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases, are referred to collectively and variously herein as "Delphi" or the "Debtors").

3. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my review of relevant documents, my opinion, and my experience with and knowledge of Delphi's relationship with WorldWide Battery Company, LLC ("WorldWide"). If I were called upon to testify, I could and would testify to the facts set forth herein.

4. I was involved in helping Delphi to negotiate the Recycled Battery Sales Agreement (the "Agreement," a true and correct copy of which is attached hereto as Exhibit 1) with WorldWide, and I signed this Agreement on behalf of Delphi on March 16, 2004. At that time I signed the Agreement I was then the North American Battery Marketing Manager for Delphi Products & Service Solutions

5. The Agreement accurately and adequately reflects the entire agreement between Delphi and WorldWide.

6. I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing statements are true and correct.

Executed on January 17, 2007, in Troy, Michigan.

/s/ Al L. Brunner  
Al L. Brunner

## Exhibit 1

RECYCLED BATTERY SALES AGREEMENT

COPY

This Agreement is entered into as of the 16<sup>th</sup> day of March, 2004 by and between:

Delphi Corporation, a Delaware corporation  
4800 South Saginaw Street  
Flint, Michigan 413501-1360  
("Delphi" or "Seller"), and:

Worldwide Battery Company, LLC  
538 Meridian St.  
Anderson, Indiana 46016  
("Worldwide" or "Buyer")

The purpose of this Agreement is to set forth the terms and conditions under which Delphi agrees to sell, and Buyer agrees to buy, the opportunity to sort and obtain certain recyclable lead-acid batteries that Buyer intends to recondition and sell as reconditioned batteries. As part of its reconditioning work, Buyer agrees to obliterate any trade name and other information on the batteries to be reconditioned in order to alleviate the potential for consumer confusion, and to affix its own proper identification and other appropriate information, including, as necessary, Proposition 65 and similar warnings, for battery sales in California and other states as required.

1. Quantities, Title and Location(s)

- 1.1 Batteries hereunder are those lead-acid starting, lighting and ignition batteries, and occasionally other similar batteries, which have been returned to one of Delphi's Battery Distribution Centers ("BDC") located in the United States. [This Agreement does not include or cover what are referred to as "biems" or "blemished batteries."] Batteries from said Battery Distribution Center(s) identified in Exhibit 1, will be directed to Buyer's facility(ies), identified in Exhibit 2, in truckload quantities. Batteries to be directed to Buyer are influenced by many factors, including availability to Delphi and Buyer's ability to receive and process said quantities. The parties will communicate through their authorized representatives hereunder to establish periodic updated estimates of batteries available to Delphi, Buyer's needs, and delivery schedules. Delphi intends to provide 8 loads or more per week; however, market and business conditions can impact the number of loads available; therefore, no quantity is guaranteed by Delphi hereunder.
- 1.2 Buyer is solely responsible for handling and risk of loss associated with all batteries on its premises. Buyer has expertise surrounding such things as health and environmental considerations associated with handling of batteries, and agrees to take appropriate measures to assure employee health and environmental protection.
- 1.3 Batteries from Delphi's BDC listed in Exhibit 1 shall be shipped at Delphi's expense (rate shall not exceed established rates from the BDC to the designated smelter plus \$30 stop-off fee), via third party billing, to Buyer's facility identified in Exhibit 2. Additional expenses shall be invoiced to the Buyer and payment shall be as referenced in 2.2. Buyer may retain such batteries as it determines are reconditionable, replacing the battery weight retained with similar recyclable lead-acid batteries. Buyer will process batteries in a timely manner. The equivalent

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Buyer Initials

Page 1

A.B.  
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Delphi Initials

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# RECYCLED BATTERY SALES AGREEMENT

truckload will be shipped at Seller's expense, to a smelter as identified in Exhibit 3. Any deviations to this provision are specified in Exhibit 4.

- 1.4 Shipment documents for said batteries (ref 1.3) shall contain a listing and approximate count and weight of the batteries shipped. Shipment weight shall be accurately determined through a certified scale weight, or other agreed method. This certified weight shall be accepted as the weight shipped from the BDC to Buyer.
- 1.5 Batteries loaded onto the truck will be loaded consistent with specifications applicable to loading of such materials.
- 1.6 Title and risk of loss for all batteries loaded onto any truck hereunder for transport from Delphi on behalf of Delphi shall remain with Delphi (or its designee) until such time as when the batteries arrive at Buyer's facility. Buyer shall assume risk of loss, but not title, when the batteries arrive at Buyer's facility. Risk of loss for all batteries shipped from Buyer's premises to Delphi's designated smelter or other facility, shall remain the Buyer's (or its designee or Delphi's designee) until such time as when the batteries arrive at Delphi's designated destination. At all times, Delphi will retain title to the batteries shipped except for those batteries recovered and exchanged by Seller for in kind, non-rechargeable scrap batteries.
- 1.7 Delphi and Buyer agree that the shipment weight as received by Delphi's smelter identified in Exhibit 3 shall be accepted by Delphi and Buyer as the basis for determining battery weight returned to Delphi.
- 1.8 If Buyer is in default or imminent default; if the contract terminates or if Delphi reasonably believes it necessary to limit risk for human health, safety or the environment, Delphi shall have the right to enter Buyer's facility and repossess Delphi's batteries.

**2. Prices: Payment Terms; Records**

- 2.1 The Buyer shall continue to compensate Delphi in the amount of \$0.0194/pound (i.e., \$873.00 for a full 45,000 pound truckload) as noted in Exhibit 5 for the remainder of calendar year 2004. The price per pound shall thereafter be established as follows: (a) Not later than November 15<sup>th</sup> in 2004 and in each subsequent year thereafter that this Agreement shall be in effect, the parties shall convene a meeting or meeting(s), either in person or by conference call, to consider and establish the price per pound for the following year based on the then-current market conditions. The parties thereafter shall continue their negotiations to the extent necessary in order to reach final agreement on and set the price per pound for the following calendar year on or before December 1<sup>st</sup> of the current calendar year; (b) In the event that the parties are not able to reach agreement on the price per pound for the following year pursuant to the terms of Section 2.1(a), supra, on or before December 1<sup>st</sup> of any given year, then in such event, the price per pound for the following calendar year shall be set based on an objective determination of the then prevailing market rate. Specifically, Seller

C.S.R. DP Buyer Initials  
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D.B. Delphi Initials  
03/16/04

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## RECYCLED BATTERY SALES AGREEMENT

shall solicit bona fide quotes from third parties in the form of written price per pound bids based on the identical terms and conditions as are contained within this Agreement. The price per pound shall thereafter be established by averaging the price per pound bids obtained by Seller in all such bona fide quotes received by Seller; provided, however, that in no event shall any adjustment in price per pound pursuant to this Section 2.1(b) exceed a ten percent (10%) deviation from the then effective price per pound. Upon closing of the receipt of quotes by Seller, Buyer shall be provided with complete copies of all such bona fide quotes received by Seller.

- 2.2 On a monthly basis, or more frequently as agreed, Buyer will provide to Delphi a summary in form and detail outlined in Exhibit 6 which identifies the weight of batteries received by the Buyer during the period and the weight of batteries returned to Delphi's designated destination. The balance of battery weight due from Buyer to Delphi on the reporting date shall also be stated. Said summary shall be submitted by mail or email to the Delphi representative listed in Exhibit 7.
- 2.3 A copy of the summary in form (ref. 2.2) shall be mailed by Buyer to the Delphi representative listed in Exhibit 7.
- 2.4 Buyer will maintain adequate records consistent with generally accepted accounting principles, pertaining to its performance under this Agreement, including a daily log of recycled battery shipments received and dispatched listing at a minimum, the date, origin, destination, bill of lading number, certified weight, seal number and trucking company. Buyer will provide Delphi, upon reasonable request and during normal business hours, access to all relevant records for purpose of auditing battery receipts and reprocessing. Buyer will preserve its records for at least two years.

### 3. Reprocessing Operations; No Delphi Warranty

- 3.1 Buyer is solely responsible for its reprocessing operations. In those operations, it shall obliterate any trade name and other information on the batteries to be reconditioned in order to alleviate the potential for consumer confusion, and affix its own proper identification and other appropriate information to reprocessed batteries, including, as necessary, Proposition 65 and similar warnings, for battery sales in California and other states as required.
- 3.2 The batteries exchanged hereunder are generally considered to be scrap. They are exchanged AS IS, AND WITH ALL FAULTS AND WITHOUT WARRANTIES OF ANY KIND (EXCEPT TITLE), EXPRESS OR IMPLIED, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTY OR MERCHANTABILITY OR FITNESS FOR PURPOSE, AND DELPHI HEREBY DISCLAIMS AND BUYER HEREBY WAIVES ANY OBLIGATION, LIABILITY, RIGHT, CLAIM, OR DEMAND IN CONTRACT, TORT (INCLUDING NEGLIGENCE), STRICT LIABILITY, PATENT INFRINGEMENT, OR OTHERWISE WITH RESPECT THERETO. Without limiting the generality of the foregoing, Buyer acknowledges and agrees that (a) Delphi neither represents nor warrants that the batteries will operate satisfactorily or that any such batteries comply with any applicable federal, state, or local laws, regulations or ordinances or industry standards, (b)

C.S.L. D.P. Buyer Initials  
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A.B. Delphi Initials  
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## RECYCLED BATTERY SALES AGREEMENT

Buyer accepts the entire risk and responsibility of taking any necessary action to make the batteries comply with any applicable federal state, or local laws, regulations or ordinances or industry standards, and (c) Delphi shall have no liability or responsibility for the condition, operation and/or yield of the batteries after transfer to Buyer, its agents' representatives, and/or contractors.

### 4. Term; Termination

- 4.1 Unless earlier terminated, this Agreement shall remain in force through June 30, 2008 with the option to negotiate an additional two year contract.
- 4.2 In the event of significant default hereunder by one party, the other may provide written notice thereof following which this Agreement may be terminate immediately provided such default is not corrected within thirty business days. Failure of either party to provide notice of a default, whether or not significant, shall not constitute waiver of rights hereunder. A significant default shall include, but not be limited to, failure of Buyer to accept and purchase truckloads offered to Buyer, failure of Buyer to remain current in payments, insolvency of Buyer, filing of Bankruptcy petition by Buyer, indictment or conviction of Buyer or its principal officers of a felony criminal offense or any criminal offense involving theft, fraud or dishonesty or of a criminal environmental offense
- 4.3 Delphi shall have the right to terminate this Agreement should Worldwide or its division Eagle Battery, Inc., unreasonably and without good cause refuse to accept and purchase truck loads of recycled batteries offered to them coming from the Delphi Battery Distribution Centers located in Bolingbrook, Illinois and Plainfield, Indiana. Good cause to refuse to accept delivery shall not be deemed to be mere financial convenience or inconvenience for the Buyer. The Buyer recognizes and acknowledges that as Delphi is willing to provide all available loads from the Bolingbrook and Plainfield Battery Distribution Centers that are routed to the RSR smelter in Indianapolis, that Delphi is at risk of lost of revenue should Buyer fail to accept and purchase the offered loads available to Buyer. As part of the exclusive arrangement called for in this Agreement on behalf of Buyer in regard to truck loads of recycled batteries, Buyer agrees to accept all truck loads from Bolingbrook and Plainfield Battery Distribution Centers.
- 4.4 In the event Buyer can show that this Agreement has become a significant hardship to its business, Buyer may terminate this Agreement by providing written notice to Seller not less than (90) days in advance.
- 4.5 In the event that Delphi can show that this Agreement has become a significant hardship to its business, Delphi may terminate this Agreement by providing written notice to Buyer not less than (90) days in advance. A significant hardship for Delphi shall be deemed to include, but not be limited to: the closure or unavailability of the RSR smelter in the Indianapolis area thus necessitating use of another smelter that is not geographically aligned with the present transportation route; business, economic, environmental or potential legal liability circumstances cause Delphi to utilize a different smelter location that is not geographically aligned with Worldwide's location in Anderson, Indiana; the closure of either or both of the Battery Distribution Centers (that is the Bolingbrook or Plainfield Centers); Delphi loses the Wal-Mart as a customer or

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Buyer Initials

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Delphi Initials

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## RECYCLED BATTERY SALES AGREEMENT

other significant customer that materially affects or will materially affect the volume of recycled batteries or their quality; and, Delphi decides to sell or close its battery manufacturing operations or Delphi otherwise ceases to be involved in battery manufacturing.

- 4.6 In the event the Buyer refuses delivery of any batteries, Delphi shall have the option to transfer the shipment. The Buyer shall communicate delivery schedules every Wednesday by 4:30 p.m. (Indianapolis time) of subsequent week deliveries. Maximum quantity desired, company name, address, contact name, and telephone number must be included.

### 5. Buyers Compliance with Laws; Indemnification

- 5.1 Buyer, its employees, agents, representatives, and contractors, shall comply with all applicable federal, state, and local laws, regulations and ordinances. Buyer acknowledges that its battery reprocessing operations involve work with materials which are considered hazardous, and agrees to defend, indemnify and hold Delphi and its officers, directors, and employees harmless from any and all claims made against them arising out of transport or disposal of batteries delivered by Delphi hereunder, or Buyer's failure to comply with federal, state or local laws, regulations or ordinances applicable to hazardous waste.
- 5.2 Buyer agrees to defend, indemnify and hold Delphi and its officers, directors, and employees harmless from any and all claims made against them arising from the reconditioning, sale, or re-use of the batteries.

### 6. Insurance

- 6.1 During the term of this Agreement, Buyer shall obtain and maintain at least the insurance as specified in Exhibit 8, and furnish certificate(s) of insurance therefore to Delphi.
- 6.2 All contracts of insurance shall provide 30 days prior written notice of cancellation, non-renewal and/or modification to Delphi as an "additional insured." All contracts of insurance shall be underwritten by an insurance company acceptable to Delphi.

### 7. General Terms

- 7.1 Waiver of Terms and Conditions: No waiver by either party of any breach of any of the terms or conditions herein contained to be performed by the other party shall be construed as a waiver of any subsequent breach, whether of the same or of any other term or condition hereof.
- 7.2 Arm's Length Agreement: The relationship of the parties hereunder is that of individual contracting parties and neither Delphi nor Buyer, nor any of their directors, officers, agents, servants or employees, is or shall be or become the agent or employee of the other party for any purpose in connection with the performance hereof.

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Buyer Initials

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03/16/04 Delphi Initials

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## RECYCLED BATTERY SALES AGREEMENT

- 7.3 Choice of Law: This Agreement and the execution thereof shall be governed by the laws of the State of Michigan, and the substantive laws (but not the law of conflict of laws) of such state shall govern the validity, construction, enforcement, performance and interpretation of this Agreement.
- 7.4 Severability: If any provision of this Agreement shall be invalid, illegal or unenforceable under any law applicable thereto, such provision shall be deemed deleted from this Agreement without impairing or prejudicing the validity, legality and enforceability of the remaining provisions hereof.
- 7.5 Any delay or failure of either party to perform its obligations hereunder shall be excused if, and to the extent that it is caused by an event or occurrence beyond the reasonable control of the party and without its fault or negligence, such a by way of example and not by way of limitation, acts of God, actions by any governmental authority (whether valid or invalid), fires, floods, windstorms, explosions, riots, natural disasters, wars, sabotage, labor problems (including lockouts, strikes and slowdowns), inability to obtain fuel, power, material, labor, equipment or transportation, or court injunction or order; provided that written notice of such delay (including the anticipated duration of the delay) shall be given by the affected party to the other party within 10 days.
- 7.6 Any notice which either party may be required or desires to give to the other party hereunder shall be deemed to be fully given when delivered in person or sent via fax and first class mail, postage prepaid, to the other party at the addresses listed in Exhibit 7, or at any other address subsequently designated by such party in written.
- 7.7 Entire Agreement: This Agreement contains all of the representations and agreements of and between the parties hereto with respect to the subject matter hereof and shall not be amended or modified except by a written instrument duly executed by both parties. This Agreement replaces and supercedes the original Recycled Battery Sales Agreement dated January 24, 2003, by and between Delphi and Eagle Battery, Inc.; which original Agreement shall be of no further force or effect upon execution of this Agreement.
- 7.8 Assignment: This assignment shall be binding upon and continue to the benefit of the parties hereto and their respective successors and assigns. Any assignment of the Agreement or any of the rights or obligations of either party hereunder to any other person, firm or corporation whatsoever, whether by merger or operation of law or otherwise, without the prior written consent of the other, shall be void.
- 7.9 No Third Party Beneficiary Intended: This contract is not intended to convey third party beneficiary rights.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

Buyer: Worldwide Battery Company, LLC

Seller: Delphi Corporation

C.S.A.  
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Buyer Initials

Page 6

A.B.  
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RECYCLED BATTERY SALES AGREEMENT

By: Dave Petrucci  
Printed Name: Dave Petrucci  
Title: Pres.

By: Alfred L. Brunner  
Printed Name: ALFRED L. BRUNNER  
Title: NORTH AMERICA  
BATTERY MARKETING  
MANAGER

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03/19/04 Buyer Initials

Page 7

A.B.  
03/16/04 Delphi Initials

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## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 1 — Delphi Battery Distribution Centers

Delphi Battery Distribution Center(s) ("BDC(s)") from which batteries will be shipped, as referenced in 1.1.

Worldwide shall have exclusive rights(s) and opportunity(ies) to sort, obtain, and/or buy the recyclable lead-acid batteries that are the subject of this Agreement from Delphi's BDC's located in:

Bolingbrook, Illinois  
Plainfield, Indiana

Worldwide also shall have the non-exclusive right(s) and opportunity(ies) to sort, obtain, and/or buy lead-acid batteries that are the subject of this Agreement, and the right to bid to make such rights exclusive, with respect to the following Delphi BDC:

Delta, Ohio

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## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 2— Buyer's Facilities

Buyer's facilities to which Delphi shall send batteries, referenced in 1.1.

Company Name	Worldwide Battery Company, LLC	
Contact Name 1	Randy Batt	
Contact Name 2	John Carter	
Address Line 1	538 Meridian Street	
Address Line 2		
City	Anderson	
State	Indiana	
Zip Code	46016	
Phone Number	765-643-4001	
Fax Number	765-643-5001	
Cell Phone		
E-mail		

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A.B. Delphi Initials  
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## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 3— Delphi's Designated Smelter

Delphi's designated smelter or other facility to which Buyer shall return batteries, as referenced in 1.3.

RSR — Quemetco, Inc.  
7870 W. Morris St.  
Indianapolis, IN 46241

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*A.L.*  
03/16/07 \_\_\_\_\_ Delphi Initials

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## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 4— Deviations to 1.3

As referenced in 1.3, the following deviations apply.

Batteries transported from remote domicile locations to Buyer's facilities in Exhibit 2 shall be at Buyer's expense. Batteries transported from Buyer's facilities in Exhibit 2 to the smelter listed in Exhibit 3 shall be at Delphi's expense, via third party billing.

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RECYCLED BATTERY SALES AGREEMENT

EXHIBIT 5— Buyer Compensation to Delphi

As referenced in 2.1, Buyer will compensate Delphi per truckload of junk shipped as is for all shipments received.

3/19/04 DP  
03/19/04 \_\_\_\_\_ Buyer Initials

A.S. Delphi Initials  
03/14/04

CK  
04

RECYCLED BATTERY SALES AGREEMENT

EXHIBIT 6

**SUBSTITUTE CORRECT PAGE!!!**

C.S.R. DP 03/19/07 \_\_\_\_\_ Buyer Initials

A.B. Delphi Initials  
03/16/07

U  
JC

## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 7— Addresses for Notice

As referenced in 2.2, 2.3, and 7.6, addresses for notice are below.

	Delphi	Buyer
Company Name	Delphi Corporation	Worldwide Battery Company, LLC
Contact Name 1	James Crawford	Neil Schneider
Contact Name 2		
Address Line 1	Mail Code 39-1008	538 Meridian Street
Address Line 2	8750 Hague Road P.O. Box 502850	
City	Indianapolis	Anderson
State	IN	IN
Zip Code	46250	46016
Phone Number	317-579-3401	765-643-4001
Fax Number	317-579-3411	765-643-5001
Cell Phone		
E-mail		neil@worldwidebattery.com

C.S.R. DP  
03/19/04  
\_\_\_\_\_ Buyer Initials

A.B.  
03/16/04  
\_\_\_\_\_ Delphi Initials

## RECYCLED BATTERY SALES AGREEMENT

### EXHIBIT 8— Insurance Requirements

As referenced in 6.1, the following insurance shall be obtained and maintained by Buyer for the term of this Agreement.

<u>Coverage</u>	<u>Limits</u>
Comprehensive General Liability Including E Form Contractual Liability coverage	\$2,000,000 per occurrence combined single limit for Personal Injury and Property Damage
Automobile Liability covering all Owned, hired and non-owned vehicles	\$1,000,000 per occurrence combined single limit for Personal Injury and Property Damage
Worker's Compensation	Statutory for all states of operation
Employers Liability	\$250,000 each accident disease policy limit/\$250,000 disease each employee

SA. D.P.  
3/19/04 03/19/04 \_\_\_\_\_ Buyer Initials

A.B. Delphi Initials  
03/16/04

01  
01



December 8, 2005

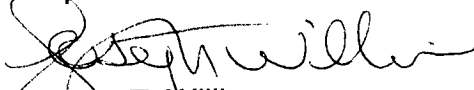
Mr. Larry Brown  
American Energy LLC  
3111 S. Madison  
Anderson, IN 46016

Dear Larry,


Delphi Product & Service Solutions accepts American Energy's offer of \$825,000.00 as payment in full for all outstanding balances remaining on account #s 502816 & 502817.

This \$825,000 payment constitutes settlement of all past, present, and future claims and obligations of both parties, contingent upon said payment being given to Craig Kellogg, Delphi, Battery Business Line Director, on December 9, 2005.

Delphi Product & Service Solutions

  
Joseph T. Willis  
Credit Manager  
Delphi

American Energy

  
Larry Brown  
General Manager  
American Energy

# **EXHIBIT G**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF ADJOURNMENT OF CLAIMS OBJECTION HEARING WITH RESPECT TO  
DEBTORS' OBJECTION TO PROOF OF CLAIM NO. 2707 (LABORSOURCE 2000, INC.)

PLEASE TAKE NOTICE that on October 31, 2006, Delphi Corporation and  
certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned

cases (collectively, the "Debtors"), objected to proof of claim number 2707 (the "Proof of Claim") filed by Laborsource 2000, Inc. (the "Claimant") pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Objection").

PLEASE TAKE FURTHER NOTICE that on December 11, 2006, the Debtors filed the Notice of Claims Objection Hearing With Respect to Debtors' Objection To Proof Of Claim No. 2707 (Docket No. 6130) scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim for February 14, 2007, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 9(a)(ii) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order"), the Claims Objection Hearing is hereby further adjourned to March 1, 2007, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k))



could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Claims Objection Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York  
January 17, 2007

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: /s/ John Wm Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m),  
3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR  
HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN  
NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And  
Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For  
Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And  
Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated  
October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and  
affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the  
"Debtors"); and upon the objections to the Motion and the record of the hearing held on the  
Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,



IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.

B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

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<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time)

April 5, 2007 at 10:00 a.m. (prevailing Eastern time)

April 27, 2007 at 10:00 a.m. (prevailing Eastern time)

May 10, 2007 at 10:00 a.m. (prevailing Eastern time)

May 24, 2007 at 10:00 a.m. (prevailing Eastern time)

June 1, 2007 at 10:00 a.m. (prevailing Eastern time)

June 14, 2007 at 10:00 a.m. (prevailing Eastern time)

June 22, 2007 at 10:00 a.m. (prevailing Eastern time)

July 12, 2007 at 10:00 a.m. (prevailing Eastern time)

July 20, 2007 at 10:00 a.m. (prevailing Eastern time)

August 2, 2007 at 10:00 a.m. (prevailing Eastern time)

August 17, 2007 at 10:00 a.m. (prevailing Eastern time)

August 30, 2007 at 10:00 a.m. (prevailing Eastern time)

September 28, 2007 at 10:00 a.m. (prevailing Eastern time)

October 11, 2007 at 10:00 a.m. (prevailing Eastern time)

October 26, 2007 at 10:00 a.m. (prevailing Eastern time)

November 8, 2007 at 10:00 a.m. (prevailing Eastern time)

November 30, 2007 at 10:00 a.m. (prevailing Eastern time)

December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

3. Every Response must contain at a minimum the following:

- (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

(e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and

(f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.

4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.

5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.

6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

7. Kurtzman Carson Consultants, LLC (the "Claims Agent") is hereby authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.

8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.

9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

(A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or

(B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.

(ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; provided, however, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

(i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.

(ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.

(iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of



business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

(ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.

(iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding pro se, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; provided, however, that counsel for each of the parties may participate in the Meet and Confer telephonically.

(iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.

(d) Debtors' Statement Of Disputed Issues. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; provided further, however, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

(e) Claimant's Supplemental Response. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:

(i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).

(ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.

(iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.

(iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.

(f) Debtors' Supplemental Reply. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:

(i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).

(ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.

(iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.

(iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.

(g) Mandatory Non-Binding Summary Mediation. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

(i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.

(ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.

(iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.

(iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.

(v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.

(vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; provided, however, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.

(vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

(viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.

(ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.

(h) Claims Objection Hearing Discovery. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:

(i) No later than five business days after service of the Supplemental Response, the Debtors may request:

(A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:

(A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

(iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.

(v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.

(i) Conduct Of The Claims Objection Hearing. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.

(j) Estimation Based Upon Claimant's Asserted Estimated Amount. To the extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.

(k) Ability To Modify Procedures By Agreement Or Order Of Court. At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.

11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.

12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC ("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to seek protection of information under section 107(b) of the Bankruptcy Code or any right not specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE



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Toll Free: (800) 718-5305  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF ENTRY OF ORDER WITH RESPECT  
TO [ ] OMNIBUS CLAIMS OBJECTION

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, the United States Bankruptcy  
Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit \_\_ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

<b>Date Filed</b>	<b>Claim Number</b>	<b>Asserted Claim Amount<sup>1</sup></b>	<b>Basis For Objection</b>	<b>Treatment Of Claim</b>	<b>Surviving Claim Number (if any)</b>

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<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at [www.delphidocket.com](http://www.delphidocket.com).

Dated: New York, New York  
\_\_\_\_\_, 200\_

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF HEARING WITH RESPECT TO  
DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for \_\_\_\_\_, 200\_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the  
Hearing at any time at least five business days prior to the scheduled hearing upon notice to the  
Court and the Claimant.

Dated: New York, New York  
\_\_\_\_\_, 200\_

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF CLAIMS OBJECTION HEARING WITH  
RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for \_\_\_\_\_, 200\_\_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.



PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the  
Hearing at any time at least five business days prior to the scheduled hearing upon notice to the  
Court and the Claimant.

Dated: New York, New York  
\_\_\_\_\_, 200\_

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FLOM LLP

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

EXHIBIT D

LIST OF MEDIATORS

Lawrence Abramczyk  
Marc Abrams  
Ronald Barliant  
Michael Baum  
Morton Collins  
Susan Cook  
Samuel Damren  
Eugene Driker  
Jonathan Flaxer  
Rozanne Giunta  
Erwin Katz  
Edward Moran  
Alan Nisselson  
Thomas Plunkett  
Marty Reisig

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S  
ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that on \_\_\_\_\_, 200\_, the Claimant filed its response to the objection, wherein Claimant (i) acknowledged that the Proof of Claim asserts claims that are contingent or fully or partially unliquidated and (ii) stated that the Claimant believes that the allowable amount of the Proof of Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate, is \$\_\_\_\_\_ (the "Claimant's Asserted Estimated Amount").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

Dated: New York, New York  
\_\_\_\_\_, 200\_

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_  
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Debtors and Debtors-in-Possession

# **EXHIBIT H**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
Alston & Bird, LLP	Dennis J. Connolly	One Atlantic Center	1201 West Peachtree Street	Atlanta	GA	30309-3424	Counsel to Cadence Innovation, LLC
Duane Morris LLP	Joseph H. Lemkin Walter J. Greenhalgh	744 Broad Street	Suite 1200	Newark	NJ	7102-3889	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; Hosiden America Corporation and Samtech Corporation
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	Counsel to Electronic Data Systems Corporation; EDS Information Services, LLC and EDS de Mexico, SA de CV
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	Counsel to Robert Bosch GmbH

# **EXHIBIT I**



Pg 121 of 123  
Delphi Corporation  
Special Parties

Company	Contact	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP
Worldwide Battery	Elizabeth A. Roberge	Roberge & Roberge	9190 Priority Way West Dr.	Suite 100	Indianapolis	IN	46240

## **EXHIBIT J**

Pg 123 of 123  
Delphi Corporation  
Special Parties

Company	Contact	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP
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